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82-25 1744

Filed this 6th day of May 1982  
 Commonwealth of Pennsylvania  
 Department of State  
*William C. Davis*  
 Secretary of the Commonwealth  
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**Articles of Amendment  
 to the  
 Amended and Restated Articles of Incorporation  
 of  
 Colt Industries Inc**

In compliance with the requirements of Section 806 of the Business Corporation Law, Act of May 5, 1933 (P.L. 364), as amended, (15 P.S. § 1806), the undersigned Corporation, desiring to amend its Articles, does hereby certify under its corporate seal that:

1. The name of the Corporation is Colt Industries Inc;
2. The location in this Commonwealth of the Corporation's registered office is: c/o C T Corporation System, Oliver Building, Mellon Square, Pittsburgh, Pennsylvania 15222;
3. The Corporation was incorporated on March 12, 1976, under the Act of May 5, 1933 (P.L. 364), as amended;
4. The meeting of the shareholders of the Corporation at which the amendment was adopted was held at The Westin Hotel, Renaissance Center, Detroit, Michigan at 10 a.m. on May 6, 1982; written notice of such meeting was given on or before March 27, 1982, by mailing such notice to shareholders of record as of March 18, 1982;
5. At the time of the meeting of shareholders at which the amendment was adopted there were 25,991,916 shares of the Corporation's common stock outstanding, all of which were entitled to vote;
6. At such meeting there were 20,067,214 shares of common stock voted for such amendment and 1,270,694 shares of common stock voted against such amendment; and
7. The amendment, adopted by the shareholders, is as follows:

RESOLVED, that Article Fourth of the Amended and Restated Articles of Incorporation of the Corporation be and it hereby is amended in its entirety to read as follows:

**"ARTICLE FOURTH**

4.1. The aggregate number of shares which the Corporation shall have authority to issue is 110,000,000, of which 10,000,000 shares shall be Preferred Stock, par value \$1.00 per share, issuable in one or more series, and 100,000,000 shares shall be Common Stock, par value \$1.00 per share.

A description of each such class of shares and a statement of the authority hereby vested in the Board of Directors of the Corporation to divide the Preferred

Stock into series and to fix and determine the designations, preferences, voting rights, qualifications, privileges, limitations, options, conversion rights, restrictions and other special or relative rights to be granted to or imposed upon the shares of each class and series are set forth in the following Sections of this Article FOURTH.

4.2. The Board of Directors is hereby expressly authorized, at any time or from time to time, to divide any or all of the shares of the Preferred Stock into one or more series, and in the resolution or resolutions establishing a particular series, before issuance of any of the shares thereof, to fix and determine the number of shares and the designation of such series, so as to distinguish it from the shares of all other series and classes, and to fix and determine the preferences, voting rights, qualifications, privileges, limitations, options, conversion rights, restrictions and other special or relative rights of the Preferred Stock or of such series, to the fullest extent now or hereafter permitted by the laws of the Commonwealth of Pennsylvania, including, but not limited to, the variations between different series in the following respects:

(a) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors;

(b) the annual dividend rate for such series, and the date or dates from which dividends shall commence to accrue;

(c) the price or prices at which, and the terms and conditions on which, the shares of such series may be made redeemable;

(d) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series;

(e) the preferential amount or amounts payable upon shares of such series in the event of the liquidation, dissolution or winding up of the Corporation;

(f) the voting rights, if any, of shares of such series;

(g) the terms and conditions, if any, upon which shares of such series may be converted and the class or classes or series of shares of the Corporation into which such shares may be converted;

(h) the relative seniority, parity or junior rank of such series as to dividends or assets with respect to any other classes or series of stock then or thereafter to be issued; and

(1) such other terms, qualifications, privileges, limitations, options, restrictions, and special or relative rights and preferences, if any, of shares of such series as the Board of Directors may, at the time of such resolutions, lawfully fix and determine under the laws of the Commonwealth of Pennsylvania.

Unless otherwise provided in a resolution establishing any particular series, the aggregate number of authorized shares of Preferred Stock may be increased by an amendment of the Articles approved solely by a majority vote of the outstanding shares of Common Stock (or solely with a lesser vote of the Common Stock, or solely by action of the Board of Directors, if permitted by law at the time).

All shares of any one series shall be alike in every particular, except with respect to the accrual of dividends prior to date of issue.

4.3. Except for and subject to those rights expressly granted to holders of the Preferred Stock or any series thereof by resolution or resolutions adopted by the Board of Directors pursuant to Section 4.2 of this Article FOURTH and except as may be provided by the laws of the Commonwealth of Pennsylvania, holders of the Common Stock shall have exclusively all other rights of shareholders. All shares of Common Stock issued or to be issued shall be alike in every particular.

4.4. (a) The Corporation may issue shares, option rights, securities having conversion or option rights and any other securities of any class without first offering them to shareholders of any class or classes.

(b) The holders of Common Stock shall have the right of cumulative voting in all elections of directors."

IN TESTIMONY WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 6th day of May 1982.

COLT INDUSTRIES INC

by Wm. S. J.  
Vice President

Attest:

Charles E. O'Keefe  
Assistant Secretary

[Corporate Seal]

# Commonwealth of Pennsylvania

82-25 1747



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## Department of State

To All to Whom These Presents Shall Come, Greeting:

**Whereas**, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

### CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

**Whereas**, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

COLT INDUSTRIES INC

**Therefore, Know Ye**, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

**Given** under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 6th day of May in the year of our Lord one thousand nine hundred and eighty two and of the Commonwealth the two hundred and sixth.

*William L. Davis*

Secretary of the Commonwealth

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